

Federal Communications Commission Washington, D.C. 20554	Approved by OMB 3060-0032 (September 2004)	FOR FCC USE ONLY
FCC 315		
APPLICATION FOR CONSENT TO TRANSFER CONTROL OF ENTITY HOLDING BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE		FOR COMMISSION USE ONLY FILE NO. BTCH - 20061212CCF
Read INSTRUCTIONS Before Filling Out Form		

Section I - General Information

1.	Legal Name of the Licensee/Permittee ACKERLEY BROADCASTING OPERATIONS, LLC		
	Mailing Address 2625 S. MEMORIAL DRIVE SUITE A		
	City TULSA	State or Country (if foreign address) OK	Zip Code 74129 -
	Telephone Number (include area code) 9186644581	E-Mail Address (if available)	
	FCC Registration Number: 0014229223	Call Sign KFNK	Facility ID Number 3915
2.	Contact Representative (if other than licensee/permittee) DORANN BUNKIN		Firm or Company Name WILEY REIN & FIELDING LLP
	Mailing Address 1776 K STREET, NW		
	City WASHINGTON	State or Country (if foreign address) DC	ZIP Code 20006 -
	Telephone Number (include area code) 2027197231	E-Mail Address (if available) DBUNKIN@WRF.COM	
3.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial Educational Licensee/Permittee <input type="radio"/> Other <input checked="" type="radio"/> N/A (Fee Required)		
4.	Purpose of Application: <input checked="" type="radio"/> Transfer of control of licensee <input type="radio"/> Transfer of control of permitte <input type="radio"/> Amendment to pending application File number of pending application: - If an amendment, submit as an Exhibit a listing by Section and Question Number of the portions of the pending application that are being revised. [Exhibit 1]		
5.	Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5001)? If yes, list pertinent authorizations in an Exhibit.		<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 2]
6.	a. Were any of the authorizations that are the subject of this application obtained through the		<input type="radio"/> Yes <input checked="" type="radio"/> No

Commission's point system for reserved channel noncommercial educational stations (see 47 C.F.R. Sections 73.7001 and 73.7003)?

- b. If yes to 6(a), have all such stations operated for at least 4 years with a minimum operating schedule since grant pursuant to the point system?

☒ Yes ☐ No

If no, list pertinent authorizations in an Exhibit and include in the Exhibit a showing that the transaction is consistent with the holding period requirements of 47 C.F.R. Section 73.7005

[Exhibit 3]

(a).

Section II - Transferor(s)

1. Certification. Transferor(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferor (s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.			<input checked="" type="radio"/> Yes <input type="radio"/> No
2. Legal Name of the Transferor SHAREHOLDERS OF CLEAR CHANNEL COMMUNICATIONS, INC.			
Mailing Address 200 EAST BASSE ROAD			
City SAN ANTONIO	State or Country (if foreign address) TX	Zip Code 78209 -	
	Telephone Number (include area code) 2108222828	E-Mail Address (if available)	
3. Contact Representative (if other than transferor) DORANN BUNKIN		Firm or Company Name WILEY REIN & FIELDING LLP	
Mailing Address 1776 K STREET, NW			
City WASHINGTON	State or Country (if foreign address) DC	Zip Code 20006 -	
Telephone Number (include area code) 2027197231		E-Mail Address (if available) DBUNKIN@WRF.COM	
If more than one transferor, submit the information requested in questions 2 and 3 for each transferor.			[Exhibit 4]
4. Changes in interests as a result of transfer.			
[Enter Changes in Interests Information]			
or [Exhibit 5]			

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing ANDREW W. LEVIN	Typed or Printed Title of Person Signing CHIEF LEGAL OFFICER
Signature	Date 12/12/2006

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Section III - Licensee/Permittee

1.	Certification. Licensee/permittee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Licensee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.				<input checked="" type="radio"/> Yes <input type="radio"/> No
2.	Authorizations to be Assigned. List the authorized stations and construction permits to be assigned. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned. Include main stations, FM and/or TV translator stations, LPTV stations, SCA, FM and/or TV booster stations, and associated auxiliary service stations. [Enter Station Information]				
List the authorized stations and construction permits to be transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be transferred. Include main stations, FM and/or TV translator stations, LPTV stations, SCA, FM and/or TV booster stations, and associated auxiliary service stations.					
Facility ID Number		Call Sign	or Construction Permit File Number	City	State
63165		KCOY-TV	-	SANTA MARIA	CA
Facility ID Number		Call Sign	or Construction Permit File Number	City	State
3915		KFNK	-	EATONVILLE	WA
Facility ID Number		Call Sign	or Construction Permit File Number	City	State
34440		KFTY	-	SANTA ROSA	CA
Facility ID Number		Call Sign	or Construction Permit File Number	City	State
34459		KGET-TV	-	BAKERSFIELD	CA
Facility ID Number		Call Sign	or Construction Permit File Number	City	State
18523		KHHO	-	TACOMA	WA
Facility ID Number		Call Sign	or Construction Permit File Number	City	State
26249		KION-TV	-	MONTEREY	CA
Facility ID		Call Sign	or Construction Permit File Number	City	State

Number				
48386	KJR	-	SEATTLE	WA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48385	KJR-FM	-	SEATTLE	WA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35183	KMCB	-	COOS BAY	OR
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35189	KMTR	-	EUGENE	OR
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35187	KTCW	-	ROSEBURG	OR
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
49621	KTVF	-	FAIRBANKS	AK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48387	KUBE	-	SEATTLE	WA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35862	KVOS-TV	-	BELLINGHAM	WA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
33870	KKFX-CA	-	SAN LUIS OBISPO	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
25325	KMOR-LP	-	EUGENE	OR
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
39855	K03CQ	-	MAPLETON	OR
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
39854	K05DF	-	MAPLETON	OR

Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
49626	K06LA	-	HEALY	AK
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
49617	K07NJ	-	DELTA JUNCTION	AK
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
35184	K22GX	-	TRI CITY	OR
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
35172	K31AE	-	SUTHERLIN	OR
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
63172	K44DN	-	PASO ROBLES	CA
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
35188	K46AS	-	COOS BAY	OR
<p>3. Agreements to Transfer Control of Station. Licensee/permittee certifies that:</p> <p>a. it has placed in its public inspection file(s) and submitted an exhibit to this item copies of all agreements to transfer control of the station(s);</p> <p>b. these documents embody the complete and final understanding between transferor(s) and transferee(s); and</p> <p>c. these agreements comply fully with the Commission's rules and policies.</p> <p>Exhibit Required</p>				
<p>4. Other Authorizations. List call signs, locations and facility identifiers of all other broadcast stations in which licensee/permittee or any party to the application has an attributable interest.</p>				
<p>5. Character Issues. Licensee/permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with:</p> <p>a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or</p> <p>b. any pending broadcast application in which character issues have been raised.</p>				
<p>6. Adverse Findings. Licensee/permittee certifies that, with respect to the licensee/permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.</p>				
<p>7. Local Public Notice. Licensee/permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.</p>				

☐ Yes ☒ No

See Explanation in
[Exhibit 6]

☐ N/A

[Exhibit 7]

☐ Yes ☒ No

See Explanation in
[Exhibit 8]

☒ Yes ☐ No

See Explanation in
[Exhibit 9]

☒ Yes ☐ No

8. Auction Authorization. Licensee/permittee certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A See Explanation in [Exhibit 10]
9. Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	<input checked="" type="radio"/> Yes <input type="radio"/> No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing ANDREW W. LEVIN	Typed or Printed Title of Person Signing CHIEF LEGAL OFFICER
Signature	Date 12/12/2006

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Section IV - Transferee(s)

1. Certification. Transferee(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferee(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No						
2. Legal Name of the Transferee(s) STOCKHOLDERS OF BT TRIPLE CROWN MERGER CO., INC. Mailing Address THOMAS H. LEE EQUITY FUND VI, L.P. 100 FEDERAL STREET, 35TH FLOOR <table border="1" data-bbox="226 1325 1503 1498"> <tr> <td>City BOSTON</td> <td>State or Country (if foreign address) MA</td> <td>Zip Code 02110 -</td> </tr> <tr> <td>Telephone Number (include area code) 6172271050</td> <td colspan="2">E-Mail Address (if available)</td> </tr> </table>		City BOSTON	State or Country (if foreign address) MA	Zip Code 02110 -	Telephone Number (include area code) 6172271050	E-Mail Address (if available)	
City BOSTON	State or Country (if foreign address) MA	Zip Code 02110 -					
Telephone Number (include area code) 6172271050	E-Mail Address (if available)						
3. Contact Representative (if other than transferee) JOHN S. LOGAN, ESQ. Firm or Company Name DOW LOHNES PLLC Mailing Address 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800 <table border="1" data-bbox="226 1649 1503 1800"> <tr> <td>City WASHINGTON</td> <td>State or Country (if foreign address) DC</td> <td>Zip Code 20036 -</td> </tr> <tr> <td>Telephone Number (include area code) 2027762000</td> <td colspan="2">E-Mail Address (if available) JLOGAN@DOWLOHNES.COM</td> </tr> </table> If more than one transferee, submit the information requested in questions 2 and 3 for each transferee. [Exhibit 11]		City WASHINGTON	State or Country (if foreign address) DC	Zip Code 20036 -	Telephone Number (include area code) 2027762000	E-Mail Address (if available) JLOGAN@DOWLOHNES.COM	
City WASHINGTON	State or Country (if foreign address) DC	Zip Code 20036 -					
Telephone Number (include area code) 2027762000	E-Mail Address (if available) JLOGAN@DOWLOHNES.COM						
4. Nature of Applicant. Each transferee is: <table border="1" data-bbox="226 1897 1503 1987"> <tr> <td><input checked="" type="radio"/> an individual</td> <td><input type="radio"/> a general partnership</td> <td><input type="radio"/> a for-profit corporation</td> </tr> </table>		<input checked="" type="radio"/> an individual	<input type="radio"/> a general partnership	<input type="radio"/> a for-profit corporation			
<input checked="" type="radio"/> an individual	<input type="radio"/> a general partnership	<input type="radio"/> a for-profit corporation					

<input checked="" type="radio"/> a limited partnership	<input type="radio"/> a not-for-profit corporation	<input type="radio"/> a limited liability company (LLC/LC)								
<input type="radio"/> other										
a. If "other", describe nature of transferee in an Exhibit.		[Exhibit 12]								
5. Agreements to Transfer Control of Station. Transferee certifies that:		<input checked="" type="radio"/> Yes <input type="radio"/> No [Exhibit 13]								
a. the written agreements in the licensee/permittee's public inspection file and submitted to the Commission embody the complete and final agreement to transfer control of the station(s) specified in Section III, question 2; and										
b. these agreements comply fully with the Commission's rules and policies.										
6. Parties to the Application.										
a. List each transferee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.										
<table border="0"> <tr> <td>(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.</td> <td>(2) Citizenship.</td> </tr> <tr> <td></td> <td>(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard, etc.</td> </tr> <tr> <td></td> <td>(4) Percentage of votes.</td> </tr> <tr> <td></td> <td>(5) Percentage of total assets (equity plus debt).</td> </tr> </table>			(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.	(2) Citizenship.		(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard, etc.		(4) Percentage of votes.		(5) Percentage of total assets (equity plus debt).
(1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.	(2) Citizenship.									
	(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard, etc.									
	(4) Percentage of votes.									
	(5) Percentage of total assets (equity plus debt).									
[Enter Parties/Owners Information]										
b. Applicant certifies that equity interests not set forth above are non-attributable.		<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A See Explanation in [Exhibit 15]								
7. Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which transferee or any party to the application has an attributable interest.		<input type="checkbox"/> N/A [Exhibit 16]								
8. Multiple Ownership.										
a. Is the transferee or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement for the subject station(s) or any other stations in the same market as the station(s) subject to this application?		<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 17]								
If "Yes," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations.										
b. Transferee certifies that the proposed transfer complies with the Commission's multiple ownership rules and cross-ownership rules.		<input checked="" type="radio"/> Yes <input type="radio"/> No [Exhibit 18]								
Radio Applicants Only: If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a).										

All Applicants: If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555.	
c. Transferee certifies that the proposed transfer: 1. does not present an issue under the Commission's policies relating to media interests of immediate family members; 2. complies with the Commission's policies relating to future ownership interests; and 3. complies with the Commission's restrictions relating to the insulation and nonparticipation of non-party investors and creditors.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 19]
9. Character Issues. Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or connection with: a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 20]
10. Adverse Findings. Transferee certifies that, with respect to the transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 21]
11. Alien Ownership and Control. Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 22]
12. Financial Qualifications. Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 23]
13. Program Service Certification. Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	<input checked="" type="radio"/> Yes <input type="radio"/> No
14. Auction Authorization. Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A See Explanation in [Exhibit 24]
15. Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	<input checked="" type="radio"/> Yes <input type="radio"/> No
16. EEO. Does the applicant propose to employ five or more full-time employees? If the answer is Yes, the applicant must include an EEO program called for in the separate Model EEO Program Report (FCC Form 396-A)	<input checked="" type="radio"/> Yes <input type="radio"/> No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing SCOTT SPERLING	Typed or Printed Title of Person Signing CO-PRESIDENT, SEE EXHIBIT 14
Signature	Date

12/12/2006

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Exhibits**Attachment 5**

Description
Description of Transaction

Exhibit 6**Description:** AGREEMENT TO TRANSFER CONTROL OF STATIONS

A COPY OF THE AGREEMENT AND PLAN OF MERGER DATED AS OF NOVEMBER 16, 2006, BY AND BETWEEN BT TRIPLE CROWN MERGER CO., INC., B TRIPLE CROWN FINCO, LLC, T TRIPLE CROWN FINCO, LLC AND CLEAR CHANNEL COMMUNICATIONS, INC. (THE 'AGREEMENT') IN CONNECTION WITH THE PROPOSED TRANSFER IS ATTACHED HERETO. THE SECTIONS OF THE COMPANY DISCLOSURE SCHEDULES AND THE MERGERCO DISCLOSURE SCHEDULES TO THE AGREEMENT ARE NOT INCLUDED IN THIS EXHIBIT. THESE SECTIONS ARE AS FOLLOWS:

COMPANY DISCLOSURE SCHEDULES

SECTION 3.03(A) STOCK OPTIONS AND OTHER AWARDS

SECTION 4.01 MATERIAL SUBSIDIARIES

SECTION 4.01 ARTICLES OF INCORPORATION AND BYLAWS

SECTION 4.03 CAPITALIZATION

SECTION 4.05 NO CONFLICTS; REQUIRED FILINGS AND CONSENTS

SECTION 4.06(B) PERMITS AND LICENSES; COMPLIANCE WITH LAWS

SECTION 4.11 TAXES

SECTION 4.14 EMPLOYEE BENEFITS AND LABOR MATTERS

SECTION 5.07(C) EXCLUDED PARTIES

SECTION 6.01(I) PERMITTED DIVESTITURES

SECTION 6.01(J) TAX SETTLEMENTS

SECTION 6.01(L) COMPENSATION

SECTION 6.01(M) CAPITAL EXPENDITURES

SECTION 6.01(N) INVESTMENTS

SECTION 6.05(D) PENDING RENEWAL APPLICATIONS

SECTION 6.11(B) SEVERANCE BENEFITS

SCHEDULE A KNOWLEDGE PERSONS

MERGERCO DISCLOSURE SCHEDULES

SECTION 3.08 ROLLOVER SHARES

SECTION 5.05 FCC MATTERS

SECTION 5.07(A) AVAILABLE FUNDS

SECTION 5.09 CAPITALIZATION OF MERGERCO

SECTION 6.14 ACTIONS WITH RESPECT TO EXISTING DEBT

EXHIBIT A DEBT COMMITMENT LETTERS

EXHIBIT B EQUITY COMMITMENT LETTERS

ADDITIONALLY, THE LIMITED GUARANTEE, DATED AS OF NOVEMBER 16, 2006, BY THOMAS H. LEE EQUITY FUND VI, L.P. IN FAVOR OF CLEAR CHANNEL COMMUNICATIONS, INC., A TEXAS CORPORATION AND THE LIMITED GUARANTEE, DATED AS OF NOVEMBER 16, 2006, BY BAIN CAPITAL FUND IX, L.P. IN FAVOR OF CLEAR CHANNEL COMMUNICATIONS, INC., A TEXAS CORPORATION (COLLECTIVELY, 'THE LIMITED GUARANTEES') HAVE BEEN EXCLUDED. THE SECTIONS LISTED ABOVE, AS WELL AS THE LIMITED GUARANTEES, CONTAIN PROPRIETARY INFORMATION, ARE NOT GERMANE TO THE COMMISSION'S CONSIDERATION OF THIS APPLICATION, OR ARE DUPLICATIVE OF INFORMATION ALREADY INCLUDED IN THE APPLICATION OR IN THE POSSESSION OF THE COMMISSION. SEE LUJ, INC. AND LONG NINE, INC., 17 FCC RCD 16980 (2002). THESE DOCUMENTS WILL BE PROVIDED TO THE COMMISSION UPON REQUEST, SUBJECT TO THE RIGHT OF THE APPLICANTS TO ASK THAT THE MATERIAL SUBMITTED BE HELD IN CONFIDENCE AND NOT BE MADE AVAILABLE FOR PUBLIC INSPECTION PURSUANT TO APPLICABLE RULES AND POLICIES OF THE FCC THAT RESTRICT PUBLIC ACCESS TO CONFIDENTIAL AND PROPRIETARY INFORMATION.

Attachment 6

Description
Agreement and Plan of Merger

Exhibit 7

Description: OTHER BROADCAST INTERESTS

PLEASE SEE ATTACHMENT.

Attachment 7

Description
Other Broadcast Interests

Exhibit 8

Description: CHARACTER STATEMENT

CHARACTER-RELATED ALLEGATIONS HAVE BEEN RAISED AGAINST LICENSEES UNDER COMMON OWNERSHIP WITH THE APPLICANT IN THE FOLLOWING THREE PENDING PROCEEDINGS.

(1) IN ITS 'CONSOLIDATED REPLY TO RESPONSES TO APRIL 23, 2004 FCC LETTER OF INQUIRY' REGARDING THE ASSIGNMENT OF LICENSE OF WQYZ(FM), OCEAN SPRINGS, MISSISSIPPI, FROM GOLDEN GULF COAST

BROADCASTING, INC. TO CAPSTAR TX LIMITED PARTNERSHIP, FCC FILE NO. BALH-20031125ALX, WJZD, INC. ALLEGED THAT THE PARTIES TO THE ASSIGNMENT LACKED CANDOR IN THEIR RESPONSE TO AN FCC INQUIRY. THE COMMISSION DENIED WJZD, INC.'S PETITION TO DENY AND GRANTED THE UNDERLYING ASSIGNMENT APPLICATION. ON JUNE 27, 2005, WJZD, INC. FILED A PETITION FOR RECONSIDERATION OF THE AGENCY'S DECISION. AN OPPOSITION AND A REPLY THERETO WERE FILED ON JULY 12, 2005 AND JULY 22, 2005, RESPECTIVELY.

(2) MONTECITO FM, INC., IN ITS 'PETITION FOR RECONSIDERATION OF THE GRANT OF CITICASTERS LICENSES, L.P. MINOR CHANGE APPLICATION FOR KSBL, CARPINTERIA, CALIFORNIA' AND IN ITS REPLY REGARDING A CONSTRUCTION PERMIT APPLICATION FOR A MINOR CHANGE IN THE AUTHORIZATION FOR KSBL(FM), FCC FILE NO. BPH-20041116ADR, ALLEGES THAT CITICASTERS LICENSES, L.P. MISREPRESENTED THE NUMBER OF ATTRIBUTABLE STATIONS IN THE SUBJECT RADIO MARKET AND WAS MISLEADING REGARDING CITY GRADE AND LINE OF SIGHT COVERAGE.

(3) THE YOUTH MEDIA COUNCIL AND MEDIA ALLIANCE, IN THEIR 'PETITION TO DENY RENEWAL' OF KSJO-FM, SAN JOSE, CALIFORNIA, FCC FILE NO. BRH-20050728ADU, AND IN THEIR 'REPLY IN SUPPORT OF PETITION TO DENY RENEWAL,' ALLEGE THAT CITICASTERS LICENSES, L.P. COMMITTED MISREPRESENTATION IN ITS RESPONSE TO SECTION II, QUESTION 4 OF ITS INITIAL LICENSE RENEWAL APPLICATION REGARDING THE EXISTENCE OF FCC VIOLATIONS DURING THE PRECEDING LICENSE TERM. CLEAR CHANNEL FILED AN OPPOSITION ON NOVEMBER 28, 2005.

Attachment 8

Attachment 11

Description
Contact Information/Certifications of Transferees

Attachment 13

Description
Exhibit 13-A: Agreements for Transfer of Control
Exhibit 13-B: Pending Renewal Applications
Exhibit 13-C: Request for 'Permit-But-Disclose' Status

Attachment 14

Description
Parties to the Application

Attachment 16

Description
Other Authorizations of the Parties to the Transferees

Attachment 18

Description
Exhibit 18-1: Overview of Multiple Ownership
Exhibit 18-2: Radio Multiple Ownership

